

AMENDED SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data. the column labeled "Unsecured Portion, if Any" on the Statistical Summary of Certain Liabilities and Related Data.

Note: Accounts Payable entries with Contingent designations indicate the associated invoice(s) is subject to a normal course approval process for payment and remain uncoded at filing of these schedules. Similarly, Accounts Payable entries with Disputed designations are in dispute at filing of these schedules.

CREDITOR'S NAME AND MAILING ADDRESS	CODEBTOR	H/W/J/C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT
Capital Ventures International Heights Capital Management, Inc. 101 California Street Suite 3250 San Francisco, CA 94111 ID: 10011704			Convertible Preferred Redemption Request	X			\$69,913,682.55
RADCLIFFE SPC LTD RG CAPITAL MANAGEMENT LP 3 BALA PLAZA EAST, SUITE 501 BALA CYNWYD, PA 19004 ID: 10011705			Convertible Preferred Redemption Request	X			\$14,042,446.90
							Total: \$83,956,129.45

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF TEXAS
SAN ANTONIO DIVISION

In re:

TXCO RESOURCES INC., *et al.*,

Debtors.

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CHAPTER 11 CASE

CASE NO. 09-51807

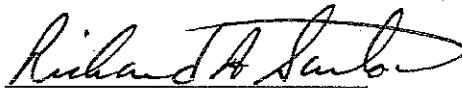
Jointly Administered

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF A
CORPORATION

I declare under penalty of perjury that I have read the foregoing Amended Schedule F, consisting of 1 sheet, and that it is true and correct to the best of my knowledge, information and belief, subject to the Global Notes and various footnotes set forth therein. While every effort has been made to make such Schedules accurate and complete, unintentional and inadvertent errors or omissions may exist.

Dated: August 3, 2009

Signature:



Richard A. Sartor
Controller